

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

AXA EQUITABLE LIFE INSURANCE
COMPANY (f/k/a THE EQUITABLE LIFE
ASSURANCE SOCIETY OF THE UNITED
STATES),

Plaintiff,

vs.

CENTRE LIFE INSURANCE COMPANY,

Defendant.

Civil Action No. 08 Civ 1661 (AKH)

**[CONDITIONALLY] FILED UNDER
SEAL**

**[SUBJECT TO APPLICATION TO
FILE UNDER SEAL]**

**DECLARATION OF
RICHARD GRILLI**

I, Richard Grilli, declare and state:

1. I am the president of Centre Life Insurance Company ("Centre"), the defendant in this action.

2. Centre was formerly known (prior to its acquisition by the Centre Group) as the Massachusetts Casualty Insurance Company.

3. Although Centre is incorporated in Massachusetts, it has no employees who work in Massachusetts. It maintains a presence in Massachusetts only through its agent, Disability Management Services ("DMS"). Its statutory office address in Massachusetts is that of DMS.

4. Centre's corporate offices and headquarters are located at 1 Liberty Plaza, 165 Broadway, New York, New York, 10048. That address is reflected as the main administrative office of, and the location of books and records for, Centre in its state regulatory filings. *See* Exhibit A.

5. Centre's books and records are maintained at its New York headquarters.

6. All of Centre's employees and officers are based at its New York headquarters.

7. All of Centre's board meetings are held at its New York headquarters.

8. As of the end of 2007, Centre had a net worth of at minimum \$90 million on a U.S. GAAP basis. Centre is not insolvent, and is capable of depositing approximately \$180 million into the Reserve Trust.

9. During the existence of the Reserve Trust created by an Agreement between Centre and AXA Equitable Life Insurance Company ("AXA Equitable") in 2000 ("Reserve Trust Agreement"), Reserve Trust assets have risen and fallen with respect to the target Reserve Amount set forth in the Reserve Trust Agreement. At times it has been in excess of the target while at other times it has fallen below the target. At the time of the most recent quarterly report, the Reserve Trust fell below the target Reserve Amount by an amount far smaller than the amount Centre seeks in its pending arbitration with AXA Equitable.

10. Due to the provisions of the Reserve Trust Agreement and the concurrent Security Trust Agreement and Credit Support Agreement, Centre would suffer an irreparable injury if it were required to place funds in the Reserve Trust beyond its contractual obligation. Excess funds in the Reserve Trust cannot be freed for Centre's use, but must instead be placed in the Security Trust. Centre's ability to withdraw excess funds from the Security Trust is limited. An unnecessary contribution to the Reserve Trust would therefore place Centre's assets beyond its reach for other useful purposes for a period of many years, until the Security Trust's withdrawal calculation allowed it to access those funds.

11. If the panel hearing Centre's arbitration demand requires AXA Equitable to pay it an additional premium on the reinsurance transaction between Centre and AXA Equitable, that premium will necessarily be placed in the Reserve Trust. Requiring Centre to place additional funds in the Reserve Trust in advance of receiving an award of hundreds of millions of dollars in the arbitration could, therefore, result in very substantial over-funding of the Reserve Trust

which would take years to unwind, tying up valuable assets far in excess of that called for by the Reserve Trust Agreement or the Security Trust Agreement.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: February 20, 2008


Richard Grilli

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-----X
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Civil Action No.
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**DECLARATION OF RICHARD GRILLI
EXHIBIT A**



LIFE AND ACCIDENT AND HEALTH COMPANIES—ASSOCIATION EDITION

ANNUAL STATEMENT
FOR THE YEAR ENDED DECEMBER 31, 2007
 OF THE CONDITION AND AFFAIRS OF THE
CENTRE LIFE INSURANCE COMPANY

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|---------------------------------------|---------------------------------------|----------------|--|---------------|--------------------------------|------------|
| NAIC Group Code | 0212 | 0212 | NAIC Company Code | 80896 | Employer's ID Number | 04-1589940 |
| | (Current Period) | (Prior Period) | | | | |
| Organized under the Laws of | Massachusetts | | State of Domicile or Port of Entry | Massachusetts | | |
| Country of Domicile | United States Of America | | | | | |
| Incorporated/Organized | 10/07/1926 | | Commenced Business | 10/01/1927 | | |
| Statutory Home Office | 1350 Main Street, Suite 1600 | | Springfield, MA 01103-1641 | | | |
| | (Street and Number) | | (City or Town, State and Zip Code) | | | |
| Main Administrative Office | 1 Liberty Plaza, 165 Broadway | | New York, NY 10006-1404 | | 212-859-2600 | |
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| Statutory Statement Contact | Diana Lyn Branciforte | | 212-859-2641 | | | |
| | (Name) | | (Area Code) (Telephone Number) (Extension) | | | |
| | Diana.Branciforte@CentreSolutions.Com | | 212-298-9996 | | | |
| | (E-mail Address) | | (FAX Number) | | | |

OFFICERS

| | | | |
|--------------------------------|--|------------------|-----------|
| Name | Title | Name | Title |
| Richard William Grilli | President | Jon Nagel | Secretary |
| Patricia Marie Haemmerle April | Senior Vice President/ Controller/ Treasurer | SEE NOTE 20C # 3 | Actuary |

OTHER OFFICERS

| | | | |
|------------------------|-----------------------|----------------------|-----------------------|
| Diana Lyn Branciforte | Vice President | Ali E. Rifai | Vice President |
| Robert Andrew Nelson # | Senior Vice President | Colm Joseph Holmes # | Senior Vice President |

DIRECTORS OR TRUSTEES

| | | | |
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| Joseph Sebastian Magnano | Ali E. Rifai # | | |

State of New York

County of New York ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures Manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

Richard William Grilli
PresidentJon Nagel
SecretaryPatricia Marie Haemmerle April
Senior Vice President/ Controller/ Treasurer

a. Is this an original filing? Yes [X] No []

Subscribed and sworn to before me this
day of February, 2008

b. If no,

1. State the amendment number
2. Date filed
3. Number of pages attached



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